FOSTER'S GROUP LIMITED

77 Southbank Boulevard Southbank Victoria 3006 Australia Tel 613 9633/2000 Fax 613 9633 2002 www.fostersgroup.com ABN 49 007 620 886

RECEIVED

2005 MAY 20 . A 9: 45

MOS OF HIVE MAIN COMPORATE HAR FOSTER'S

Inspiring Global Enjoyment

05008252

Fosters brewing

**ASX RELEASE** 

SUPPL

The following release was made to the Australian Stock Exchange Limited today:

"Change in substantial holding for SRP"

Released: 20 May 2005

Pages: 9 (including this page)

PROCESSED

MAY 2 4 2005

THOMSON FINANCIAL

FILE NO: 082-01711

If you would prefer to receive this notification by email please reply to <u>jane.dowsey@fostersgroup.com</u> or

Ph: +61 3 9633 2105

5/24

603 page 1/1

15 July 2001

# **Form 604**

#### Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

To: Company Name/Scheme

Southcorp Limited (Southcorp)

ACN/ARSN

ABN 80 007 722 643

1. Details of substantial holder (1)

Name

Foster's Group Limited ACN 007 620 886 (Foster's), Browing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACNARSN (if applicable)

There was a change in the interests of the

substantial holder on

19 May 2005

The previous notice was given to the company on

19 May 2005

The previous notice was dated

19 May 2005

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice	Previous notice		Present notice		
<u> </u>	Person's votes	Voting power (5)	Person's votes	Voting power (5)		
Ordinary Shares	507,041,229	68.1%	533,949,982	71.7%		

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
19 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	8,429,619 ordinary shares	8,429,619
19 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of on market purchases of Southcorp shares by BBW.	\$4.26	18,479,134 ordinary shares	18,479,134

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#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting accurities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Pcrson's votes
BBW	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	482,639,255 ordinary shares	482,639,255
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	482,639,255 ordinary shares	482,639,255
Foster's Group Companies	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	482,639,255 ordinary sbares	482,639,255
BBW	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to Southcorp shares purchased on market by BBW.	51,310,727 ordinary shares	51,310,727
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.		Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of holding, either directly or indirectly, a controlling interest in BBW.	51,310,727 ordinary shares	51,310,727

ſ				603	pag	e 9/4 1	15 July 2001	
Foster's Group	BBW or, in the case of	BBW	Taken under section	\$1,310,727		51,310,727	7	
Companies	shares purchased on		608(3)(a) of the	ordinary	1		į	}
1	market on any of the		Corporations Act to	shares	- 1		1	
1	three business days	,	have a relevant interest	[	1			1
	prior to the date of this	1	in Southcorp shares	[	ł		1	1
	notice, the selling		purchased on market	1	}		'	1
<b>,</b>	Southcorp	ļ	by BBW by reason of	)	J			}
]	eharcholder.		having voting power	1	l			1
		Ì	(through the relevant		ı			İ
}			interests of their	ļ	- 1			1
	}	j	associate, Foster's)	]	j			1
			above 20% in BBW.					_

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

	<del></del>	
	Name and ACN/ARSN (if applicable)	Nature of association
1	Not applicable	Not applicable

#### 6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Brewing	77 Southbank Boulevard, Southbank, Victoria, 3006
Investments, CUB, PBG, Boringer, BBW	
and Foster's Group Companies	

Signature
-----------

print name Robert Keith Dudfield

capacity: Assistant Company Secretary

sign here

R.K.Oudfield

date 20 / 5 / 2005

#### Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexture to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document selting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers of disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

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- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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## Annexure A - Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

RK Oudfield.

Robert Keith Dudfield Foster's Group Limited ACN 007 620 886

Date: 20 / 5 / 2005

Accenta Paul GinbH Beratung Fur Werbung Und Direktvertries

A.C.N. 006 327 028 Pty. Ltd.

A.C.N. 008 008 526 Pty. Ltd.

A.C.N. 070 379 869 Pty. Ltd.

Aldershot Nominees Pty. Ltd.

Amayana Pty. Ltd.

Amberton Wines Pty. Ltd.

AML&F Holdings Pty. Ltd.

Arnwex Inc.

Anglemaster Limited

Archena Pty. Ltd.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Qld.) No. 15 Pty. Ltd.

Ashwick (Qid.) No. 96 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) No. 167 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty. Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Land and Finance Company

Pry. Ltd.

Australian, Mercantile, London Limited

Bacchus Gate Corp.

Balfours Imports Inc.

Beringer Blass Distribution SRL

Beringer Blass Italia S.R.L.

Beringer Blass Wine Estates Chile Limitada

Beringer Blass Wine Estates Company

Beringer Blass Wine Estates Holdings, Inc.

Beringer Blass Wine Estates Limited (Europe)

Beringer Blass Wine Estates Limited (NZ)

Beringer Blass Wine Estates Limited

Beringer Blass Wines Pty Ltd

Beringer Blass Wine Estates Sales Company

Beringer Wine Estates Foreign Sales Corporation

Beycorp Pty. Ltd.

Bilyara Vineyards Pty. Ltd.:

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing Investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty. Ltd.

Bright Star Investments Pty. Ltd.

**Bulmer Australia Limited** 

**Bulmer Harvest Limited** 

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlton & United Beverages Limited

Carlton & United Breweries Pty Ltd

Carlton & United Breweries (N.S.W.) Pty. Limited

Cariton & United Brewerles (Queensland) Pty. Ltd.

Carlton & United Breweries (Stator) Pty. Ltd.

Carlton Brewery Hotels (N.R.) Pty, Limited

Carlton Brewery Hotels Pty. Ltd.

Carter and Associates (2000) Limited

Cascade Brewery Company Pty. Ltd.

Cellar Door Direct GmbH

Oomen Estate Winery Pty Ltd

Cellamaster Wines Europe B.V.

Cellarmaster Wines Germany GmbH

Cellamaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellarmaster Wines Pty. Umited

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Cellamasters GmbH

Classic Packaging Pty. Limited

CNAB Pty. Ltd.

Craigburn Land Co. Ply. Ltd.

Craigburn Property Pty. Ltd.

CSB Pty. Ltd.

Data Co-ordination Centre Inc. - The Wine Exchange

Demener Pty. Ltd.

Dennys Strachah Mercantile Pty. Ltd.

Derel ESC Pty. Ltd.

Dismin Investments Pty. Ltd.

Dreamgame Limited

EFG Australia Pty Ltd

EFG Finance Lessing Pty Ltd

EFG Holdings (U.S.A.) Inc.

EFG Investments Pty Ltd

EFG Securitles Pty Ltd

EFG Treasury Pty. Limited

ELFIC Pty Ltd :

Elstone Developments Pty. Ltd.

ESG (Enterprisés) N.V.

Etude Wines, Inc.

Ewines Pty. Limited

FBG (U.K.) Limited

FBG Brewery Holdings UK Limited

FBG Canada Limited

FBG india Holdings Limited

FBG International Limited

FBG Investments Pty. Ltd.

FBG Treasury (Aust.) Limited

FBG Treasury (Europe) B.V.

FBG Treasury (N.Z.) Limited

F8G Treasury (U.K.) plc

FBG Treasury (U.S.A.) Inc.

FBG Vietnam Holdings Pty. Ltd.

FGL Employee|Share Plan Pty. Ltd.

Fileheze Pty. Ltd.

Foster's Brewing Group (U.S.A.) Limited

Foster's Brewing Group Pty. Ltd.

Foster's (Cambodia) Limited

Foster's China Pty. Ltd.

Foster's Danang Limited

Foster's Finance Corp.

Foster's Group Asia Holdings Pty. Ltd.

Foster's Group Canada Inc.

Foster's Group New Zealand Limited

Foster's International (N.Z.) Pty. Limited

Foster's Sports Foundation

Foster's Tien Glang Limited

Foster's Vietnam Limited

Galemaze Pty. Ltd.

Graf von Rudeshelm

Grand Cru Expertise "De Belgische Wijnbeurs" N.V.

Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.

H. Jones & Co. Pty. Ltd.

H, Maximilian Pallhuber GmbH & Co. KG

H.P. Bulmer (Overseas Holdings) Limited

Herve Lu Puy

Herve Lu Puy

Highlands Cralgleburn Pty. Ltd.

Hotel (FP) Pty. Ltd.

I-Nova Consulting Pty. Ltd.

Il Cavelieri Del Castello DI Gabbiano SRL

Kangaroo Ridge Wines Europe Limited

Kawana Beach Pty. Ltd.

Kawana Central Pty. Ltd.

Kawana Industrial Park Pty. Ltd.

Finnews Pty. Ltd.

FBG Finance Limited

FBG Holdings (U.K.) Limited

FBG Incentive Pty. Ltd.

FGL Insurance Company Pte Ltd

FGL Finance (USD) Pty Ltd

FGL Finance (GBP) Pty Ltd

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Kawana Island Pty Ltd.

Kawane Lakes Pty. Ltd.

Krondorf Wines Pty. Ltd.

La Fratemelle De Bourgogne

RSG Beachmere Pty. Ltd.

RSG Bellvista Pty: Ltd.

RSG Funds Management Pty Ltd

RSG Land Group Pty Ltd

RSG Highlands Craigieburn Pty. Ltd.

RSG North Lakes Marketing Pty. Ltd.

RSG North Lakes Sales Ply. Ltd.

Llana Cottage Pty. Ltd.

Maglieri Wines Pty. Ltd.

Masthead Brewing Company Pty. Ltd.

Matua Finance Limited

MBBC Limited

Mega Management Pty. Ltd.

Melbourne Brewery Company Pty. Ltd.

Mildara Blass Holdings Inc.

Mildara Blass Inc.

Mildara Blass Wines Inc.

Mildara Holdings Pty. Limited

Mocrabbin Jundtion Pty. Ltd.

N.T. Brewery Pty. Ltd.

Navistar Group Limited

Nelle Products Pty. Ltd.

New Crest Investments Pty. Ltd.

Nexday Europe B.V.

The Continental Wines and Spirits Company (N.Z.) Limited

The Foster Brewing Co. Pty. Ltd.

The New Zealand Wine Club Limited

The Rothbury Estate Pty. Ltd.

The Shamrock Brewing Company Proprietary Limited

The Wine Exchange Limited

The Wine Planet International Pty. Limited

Tibsco Limited

Tibsco Pensions Limited

Foster's People Pty Ltd

Tract 4/5 LLC

Nexday Pty. Limited

North Lakes Marketing Consultancy Trust

North Lakes Marketing Pty. Ltd.

North Lakes Sales Agency Trust

North Lakes Sales Pty. Ltd.

North Napa Land Co.

Norwood Beach Pty. Ltd.

Nova Glen Pty. Ltd.

Oakland Glen Pty. Ltd.

Pica Finance Limited

Pica Group Pty Ltd

Pica Nominees Pty. Limited

Pitt, Son & Badgery Pty. Ltd.

Power Brewing Company Pty. Ltd.

Premium Land, Inc.

Primedan Pty. Ltd.

Queensland Breweries Pty. Ltd.

Rimpacific Shipping (U.K.) Ltd.

Robertsons Well Pty. Ltd.

Robertsons Well Unit Trust

Rothbury Sales Pty. Ltd.

Rothbury Wines Pty. Ltd.

Rumar International Pty. Ltd.

Sarl Les Crus Prevendus SADCS

Savirak Pty. Ltd.

Seaton Pty. Ltd.

Shanghai Foster's Brewery Co. Ltd.

Sharden Lodge Pty. Ltd.

Silvester Brothers (AMH) Pty. Limited

Silvester Brothers (AMHUK) Limited

Silvester Brothers Pty. Limited

Societe D Investissement Du Beaujolais

Somar Pty. Ltd.

Stamford Hotel Pty. Ltd.

T'Gallant Winemakers Pty. Ltd.

Telemasters Limited

The Australian Wine Centre Limited

The Australian Wine Club Pty. Ltd.

The Ballarat Brewing Company Pty. Ltd.

'St. Maximilian' Weln-Export Geselschaft m.b.H, Vienna

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Trinity Park Inc.

VICD - Produtos Em Cortica, LDA

Victoria Brewery Pty. Ltd.

Vinpac International Pty. Limited

Vinpac SADCS !

Vintners Imports/Pty. Limited

Volz Pty. Ltd.

Voskane Pty. Ltd.

Werdbee Properties (RWDS) Proprietary Limited

Whitecross Investments Pty. Ltd.

Windemere Securities Limited

Wine Planet Holdings Pty. Limited

Wine Planet Technology Pty. Limited

Winemaker's Choice Limited

Wolf Blass Wines Pty. Ltd.

Wood Hall Trust Limited

Wood Hall (Aust.) Pty. Limited

World Wine Gallery GmbH

C.U.B. Pty Ltd

00015868 Limited

02396239 Limited

151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.

The Continental Spirits Company Pty. Ltd.

AP John & Sons Pty. Ltd.

Briar Ridge Manufacturing Pty. Ltd.

Briar Ridge Vineyards Pty. Ltd.

Carlton Brewery (Fiji) Limited

Cellarmaster Wines SA

Foster's India Limited

Graymoor Estate Joint Venture

Graymoor Estate Pty. Ltd.

Graymoor Estate Unit Trust

Greg Norman Estates Joint Venture

Kangarco Ridge Wine Company Pty. Ltd.

Matua Valley Wines Limited

Samoa Brewerles Limited

Shingle Peak Wines Limited

Societe of Bouteillage of Beaujolais, Macon and Bourgogne

South Pacific Distilleries Limited

Waikoukou Vineyards Limited

Wine Buzz KK

FOSTER'S GROUP LIMITED

77 Southbank Boulevard Southbank Victoria 3006 Australia Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com ABN 49 007 620 886

# Fax Transmission



Inspiring Global Enjoyment

US Securities and Exchange Commission Fax to Fax no

Corporate Finance Office

0011 1 202 772 9207

From Jane Dowsey

+613 9645-7226 Direct fax

+613 9633-2105 Direct tel

Date

20 May, 2005

Number of pages including this coversheet

The contents of this fax are strictly private and confidential.

Subject Paper Filings

Dear Sir/Madam,

RE File No: 082-01711

FOSTER'S GROUP LIMITED (formerly Foster's Brewing Group Limited)

As previously advised, attached are Australian Stock Exchange (ASX) announcements that we have lodged between 5 May 2005 and 11 May 2005. Please file in appropriate date order.

5 May 2005 'Foster's interest in Southcorp now 40.9%' (1 page)

5 May 2005 'Form 604 - Notice of change of interests of substantial holder' (8 pages)

6 May 2005 'Foster's interest in Southcorp now 42.3%' (1 page)

6 May 2005 'Form 604 – Notice of change of interests of substantial holder' (8 pages)

10 May 2005 'Foster's interest in Southcorp now 43.7%' (1 page)

'Form 604 - Notice of change of interests of substantial holder' (8 pages) 10 May 2005

'Foster's interest in Southcorp now 45.3%' (1 page) 11 May 2005

11 May 2005 'Form 604 - Notice of change of interests of substantial holder' (8 pages)

11 May 2005 'Foster's declares takeover offer unconditional' (1 page)

#### **TOTAL PAGES: 38**

If you have any queries please call +613 9633 2105 or email jane.dowsey@fostersgroup.com

Regards,

Jane Dowsey Group Secretarial Foster's Group Limited FOSTER'S GROUP LIMITED
77 Southbank Boulevard Southbank Victoria 3006 Australia

Tel 613 9683 2000 Fax 613 9633 2002 www.fostersgroup.com



Inspiring Global Enjoyment

5 May 2005

ABN 49 007 620 886

# Foster's interest in Southcorp now 40.9%

Foster's Group Limited (Foster's) announces that its interest in Southcorp Limited (Southcorp) has increased to 40.9% through acceptances into its takeover offer for Southcorp (Offer) and through acceptance instructions held in the Institutional Acceptance Facility established by Foster's.

Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer 18.8%

Percentage of Southcorp shares the subject of acceptances under the Offer 10.2%

Percentage of Southcorp shares subject to the Institutional Acceptance Facility 11.9%

Total Interest in Southcorp shares 40.9%

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

**Ends** 

Further information:

Media

Lisa Keenan Tel: +61 3:9633 2265 Mob: 0409 150 771 Investors

Chris Knorr Tel: +61 3 9633 2685 Mob: 0417 033 623

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## Form 604

SECRETARIAL DEPARTMENT

#### Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

To: Company Name/Scheme

Southcorp Limited (Southcorp)

**ACN/ARSN** 

ABN 80 007 722 643

I. Details of substantial holder (1)

Name

Foster's Group Limited ACN 007 620 886 (Foster's), Brewlag Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACN\ARSN (if applicable)

There was a change in the interests of the

substantial holder on

4 May 2005

The previous notice was given to the company on

4/5/2005

The previous notice was dated

4/5/2005

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of sœurities (4)	Previous notice	Previous notice		
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	207,561,534	27.9%	215,659,669	29,0%

## 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relovant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities offected	Person's votes affected
4 May 2004	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takenver offer contained in the Bidder's Statement dared 2 February 2005 issued by BBW (Offer).	\$4.25 cash subject to the terms of the Offer.	8,098,135 ordinary shares	8,098,135

15 July 2001

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4. Present relevant Interests .

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and	Person's votes
ВВЖ	Southcorp	BBW	Relevant interest	75,710,645	75,710,645
•	shareholders who have		under section 608(1)	ordinary	
	accepted the Offer.		of the Corporations	shares	
			Act pursuant to		
			acceptance of the		
			Offer.		·
Foster's,	Southcorp	BBW	Taken under section	75,710,645	75,710,645
Browing .	sved onw emblodeseda		608(3)(b) of the	ordinary	
Holdings,	accepted the Offer.		Corporations Act to	shares	!
Brewing			have a relevant interest		
Investments,			in Southcorp abores in		1
CUB, FBG and	,	<b>;</b>	respect of which		
Beringer			acceptances of the		
•			Offer have been		
			received by reason of		
			holding, either directly	1	1.
	]		or indirectly, a		!
•			controlling interest in	1	
			BBW.		
Fester's Group	Southcorp	BBW	Taken under section	75,710,645	75,710,645
Companies	shareholders who have		603(3)(a) of the	ordinary	
	accepted the Offer.		Corporations Act to	shares	1
		<u>'</u>	have a relevant interest		
	!		in Southcorp shares in		
4	·		respect of which		
			acceptances of the		
	1		Offer have been	ļ	
			received by reason of		
			having voting power		
	ļ		(through the relevant		
			interests of their		
			associate, Foster's)		
•	1		above 20% in BBW.	1	
DDW	Reline Investments Pty	Reline	BBW has a relevant	139,949,024	139,949,024
~~ TT	Limited ACN 093 987		interest in shares in	ordinary	TOPIC TOPOT
	367 (Reline)		Southcorp of which	shares	
	20. (rienne)	1	Reline is the registered		
•		1	holder pursuant to the		
			Share Sale and		
			Purchase Agreement		
•			dated 12 January 2005		
			between BBW and		
•		1	Reline, a copy of		
:			which is contained in		
•			Annexure B to the	1	
		1	Notice of Initial		
			Substantial Holder		
			dated 14 January	ŀ	

				603 p	rge 3/4 15 July 2001
Foster's, Browing Holdings, Browing Investments, CUB, FBG and Beringer	Reline	Roline	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of holding, either directly or indirectly, a controlling interest in BBW.	139,949,024 ordinary shares	139,949,024
Foster's Group Companies	Reline	Reline	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	139,949,024 ordinary shares	139,949,024

SECRETARIAL DEPARTMENT

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the corapany or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

#### 6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Browing	77 Southbank Boulevard, Southbank, Victoria, 3005
Investments, CUB, FBG, Beringer, BBW	
and Frater's Group Companies	1

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-	υn	28			г

print name Robert Koith Dudfield capacity: Assistant Compuny Secretary sign here date 5/5/2005 P.K. audfield

#### Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annextre to the form. If the relevant interests of a group of persuas are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- See the definition of "associate" in section 9 of the Corporations Act 2001. (2)
- See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001. (3)
- The voting shares of a company constitute one class unless divided into separate classes. (4)

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- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all banefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (cg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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## Annexure A - Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to In Form 604, Notice of change of Interests of substantial holder

RK Dudfield

Robert Keith Dudfleid Foster's Group Limited ACN 007 620 886

Date: 5/5/2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertries

A.C.N. 008 327 928 Pty. Ltd.

A.C.N. 008 008 528 Pty. Ltd.

A.C.N. 070 379 889 Pty. Ltd.

Aldershot Naminees Pty. Ltd.

Amayana Pty. Ltd.

Ambarton Wines Pty. Ltd.

AML&F Holdings Pity. Ltd.

Arnwex Inc.

Anglemester Umited

Archana Pty. Ltd.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Old.) No.:15 Pty. Ltd.

Ashwick (Qld.) No. 196 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) No. 167 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty. Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercanlile, Land and Finance Company

Pty. Ltd.

Australian, Mercantile, London Limited

Bacchus Gate Corp.

Balfours Imports Inc.

Beringer Blass Distribution SRL

Beringer Blass Italia S.R.L.

Beringer Blass Wine Estates Chile Limitada

Beringer Blass Wine Estates Company

Beringer Blass Wine Estates Holdings, Inc.

Beringer Blass Wine Estates Limited (Europe)

Beringer Blass Wine Estates Limited (NZ)

Beringer Blase Wine Estates Limited

Beringer Blass Wines Pty Ltd

Beringer Blass Wine Estates Sates Company

Beringer Wine Estates Foreign Sales Corporation

Beycorp Pty. Ltd.

Bilyara Vineyards Pty. Ltd.

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing Investments Pty. Ltd.

Brewman Group Limited

Brewmen TL Limited

Brewtech Pty. Ltd.

Bright Star Investments Pty. Ltd.

Bulmer Australia Limited

Bulmer Harvest Limited

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlon & United Beverages Limited

Carlon & United Brewerles Pty Ltd

Carton & United Brewerles (N.S.W.) Pty. Limited

Carlton & United Breweries (Queensland) Pty. Ltd.

Carlton & United Brewerles (Stator) Pty. Ltd.

Cariton Brewery Hotels (N.R.) Pty. Limited

Carlton Brewery Hotels Pty. Ltd.

Carter and Associates (2000) Limited

Cascade Brewery Company Pty. Ltd.

Cellar Door Direct GmbH

Dorrien Estate Winery Pty Ltd

Cellarmaster Wines Europe B.V.

Celiarmaster Wines Germany GmbH

Cellarmaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellamaster Wines Pty. Limited

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Cellarmasters GmbH

Classic Packaging Pty. Limited

CNAB Pty. Ltd.

Craighum Land Co. Pty. Ltd.

Craigburn Property Pty. Ltd.

CSB Pty. Ltd.

Data Co-ordination Centre Inc. - The Wine Exchange

Demener Ply, Ltd:

Dennys Strachan Mercantile Pty. Ltd.

Deral ESC Pty, Ltd.

Dismin Investments Pty. Ltd.

Dreamgame Limited

EFG Australia Ply Ltd

EFG Finance Lessing Pty Ltd

EFG Holdings (U.S.A.) Inc.

**EFG** Investments Pty Ltd

**EFG Securities Pty Ltd** 

EFG Treasury Pty: Limited

ELFIC PW LID

Elstone Developments Pty. Ltd.

ESG (Enterprises) N.V.

Etude Wines, Inc.

Ewines Pty. Limited

FBG (U.K.) Limited ...

FBG Brewery Holdings UK Limited

FBG Canada Limited

F8G India Holdings Limited

FBG International Limited

FBG investments Pty, Ltd.

FBG Treasury (Aust.) Limited

FBG Treasury (Europe) B.V.

FBG Treasury (N.Z.) Limited

FBG Treasury (U.K.) plc

FBG Treasury (U.S.A.) Inc.

FBG Vielnam Holdings Pty. Ltd.

FGL Employee Share Plan Pty. Ltd.

Filehaze Pty. Ltd.

Foster's Browing Group (U.S.A.) Limited

Foster's Brewing Group Ptv. Ltd.

Foster's (Cambodia) Limited

Foster's China Pty. Ltd.

SECRETARIAL DEPARTMENT

Foster's Danang Limited

Foster's Finance Corp.

Foster's Group Asia Holdings Pty. Ltd.

Foster's Group Canada Inc.

Foster's Group New Zealand Limited

Foster's International (N.Z.) Pty. Limited

Foster's Sports Foundation

Foster's Tien Glang Limited

Foster's Vietnam Limited

Galemaze Pty. Ltd.

Graf von Rudesheim

Grand Cru Expertise "De Belgische Wijnbeurs" N.V.

Grand Cru Expertise 'De Nederlandse Wijnbeurs' B.V.

H. Jones & Ca. Pty. Ltd.

H. Maximilian Pallhuber GmbH & Co. KG

H.P. Bulmer (Overseas Holdings) Limited

Herve Lu Puy

Herve Lu Puy

Highlands Craigleburn Pty. Ltd.

Hotel (FP) Pty. Ltd.

I-Nova Consulting Pty. Ltd.

Il Cavelieri Del Castello Di Gabbiano SRL

Kangarco Ridge Wines Europe Limited

Kawana Beach Pty. Ltd.

Kawana Central Pty. Ltd.

Kawana Industrial Park Pty. Ltd.

Finnews Ply. Ltd.

FBG Finance Limited

FBG Holdings (U.K.) Limited

FBG Incentive Pty, Ltd.

FGL Insurance Company Pte Ltd

FGL Finance (USD) Ply Ltd

FGL Finance (GBP) Pty Ltd

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Kawana island Ptv Ltd.

Kawana Lakes Pty. Ltd.

Krondorf Wines Pty. Ltd.

La Fratemelle De Bourgogne

RSG Beachmers Ply. Ltd.

RSG Belivista Pty: Ltd.

RSG Funds Management Pty Ltd

RSG Land Group Pty Ltd

RSG Highlands Cralgiebum Pty. Ltd.

RSG North Lakes Marketing Pty. Ltd.

RSG North Lakes Sales Pty. Ltd.

Llana Cottage Pty. Ltd.

Maglieri Wines Pty. Ltd.

Masthead Brewing Company Pty. Ltd.

Matua Finance Limited

MBBC Limited

Mega Management Pty. Ltd.

Melbourne Brewery Company Ply. Ltd.

Mildara Blass Holdings Inc.

Mildera Blass Inc.

Mildara Blass Wines Inc.

Mildara Holdings Pty. Limited

Macrabbin Junction Pty. Ltd.

N.T. Brewery Pty. Ltd.

Navistar Group Limited

Nellia Products Pty. Ud.

New Crest Investments Pty. Ltd.

Nexday Europe B.V.

The Continental Wines and Spirits Company (N.Z.) Limited

The Foster Brewing Co. Pty. Ltd.

The New Zealand Wine Club Limited

The Rothbury Estate Pty. Ltd.

The Shamrock Brewing Company Proprietary Limited

The Wine Exchange Limited

The Wine Planet International Pty. Limited

Tibsco Limited

Tibaco Penalona Limited

Faster's People Pty Limited

Tract 4/5 LLC

Nexday Pty, Limited

North Lakes Marketing Consultancy Trust

North Lakes Marketing Pty. Ltd.

North Lakes Sales Agency Trust

North Lakes Sales Pty. Ltd.

North Napa Land Co.

Norwood Beach Pty. Ltd.

Nova Glen Ply. Ltd.

Oakland Glen Pty. Ltd.

Pica Finance Limited

Pica Group Pty Ltd

Pica Nominees Pty. Limited

Pitt, Son & Badgery Pty. Ltd.

Power Brewing Company Pty. Ltd.

Premium Land, Inc.

Primedan Pty. Ltd.

Queensland Brewerles Pty. Ltd.

Rimpscific Shipping (U.K.) Lld.

Robertsons Well Pty. Ltd.

Robertsons Well Unit Trust

Rothbury Sales Pty. Ltd.

Rothbury Wines Pty. Ltd.

Rumar International Pty. Ltd.

Sarl Les Crus Prevendus SADCS

Savirak Pty. Ltd.

Seeton Pty. Ltd.

Shanghal Foster's Brewery Co. Lid.

Sharden Lodge Pty. Ltd.

Silvester Brothers (AMH) Pty. Limited

Silvester Brothers (AMHUK) Limited

Silvester Brothers Pty. Limited

Societe O investissement Ou Beaujoiais

Somar Pty. Ltd.

Stamford Hotel Pty, Ltd.

T'Gallant Winemakers Pty. Ltd.

Telemasters Limited

The Australian Wine Centre Limited

The Australian Wine Club Pty. Ltd.

The Ballaret Brewing Company Pty. Ltd.

'St. Maximillan' Wein-Export Geselschaft m.b.H, Vienna

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Trinity Park Inc.

VICD - Produtos Em Cortice, LDA

Victoria Brewery Phy. Ltd.

Vinpac International Pty. Limited

Vinpac SADC9

Vintners Imports Rty, Limited

Volz Pty. Ltd.

Voskane Pty. Ltd.

Wembee Properties (RWDS) Proprietary Limited

Whitecross investments Pty. Ltd.

Winderners Securities Limited

Wine Planet Holdings Pty. Limited

Wine Planet Technology Ply, Limited

Winemaker's Choice Limited

Wolf Blass Wines Pty. Ltd.

Wood Hall Trust Limited

Wood Hall (Aust.) Pty. Limited

World Wine Gallery GmbH

C.U.B. Pty Ltd

00015868 Umited

02398239 Limited

151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.

The Continental Spirits Company Pty, Ltd.

AP John & Sons Ply. Ltd.

SECRETARIAL DEPARTMENT

Briar Ridge Manufacturing Pty. Ltd.

Briar Ridge Vineyards Pty. Ltd.

Carlton Brewery (Fiji) Limited

Cellarmaster Wines SA

Foster's India Limited

Graymoor Estate Joint Venlure

Graymoor Estate Pty. Ltd.

Graymoor Estate Unit Trust

Greg Norman Estates Joint Venture

Kangaroo Ridge Wine Company Pty. Ltd.

Matua Valley Wines Limited

Samoa Brewerles Limited

Shingle Peak Wines Limited

Societe of Bouteillage of Beaujolals, Macon and Bourgogne

South Pacific Distilleries Limited

Walkoukou Vineyerds Limited

Wine Buzz KK

Inspiring Global Enjoyment

FOSTER'S GROUP LIMITED
77 Southbank Boulevard Southbank Victoria 3006 Australia
Tel 613 9633 2000 Fax 613 9633 2002 www.fostersgroup.com
ABN 49 007 620 886



6 May 2005

# Foster's interest in Southcorp now 42.3%

Foster's Group Limited (Foster's) announces that its interest in Southcorp Limited (Southcorp) has increased to 42.3% through acceptances into its takeover offer for Southcorp (Offer) and through acceptance instructions held in the Institutional Acceptance Facility established by Foster's.

Total interest in Southcorp shares	42.3%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	11.9%
Percentage of Southcorp shares the subject of acceptances under the Offer	11.6%
Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

**Ends** 

Further information:

Media

Lisa Keenan Tel: +61 3 9633 2265 Mob: 0409 150 771 Investors

Chris Knorr Tel: +61 3 9633 2685 Mob: 0417 033 623

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15 July 2001

# Form 604

#### Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

To: Company Name/Schemo

Southern Limited (Southcorp)

**ACN/ARSN** 

ABN 80 007 722 643

1. Details of substantial holder (1)

Name

Foster's Group Limited ACN 007 620 886 (Foster's), Brewing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACN'ARSN (if applicable)

There was a change in the interests of the

substantial holder on 5 May 2005
The previous notice was given to the company on 5 / 5 / 2005
The previous notice was dated 5 / 5 / 2005

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Chass of securities (4)	Previous notice	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)	
Ordinary Shares	215,659,669	29.0%	225,981,599	30.4 %	

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of thange	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Cises and number of securities afficied	Person's votes affected
5 May 2004	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer. BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	10,321,930 ordinary shares	10,321,930

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15 July 2001

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	number of	Person's votes
				securities	
BBW	Southcorp	BBW	Relevant interest	86,032,575	86,032,575
1	shareholders who have		under section 608(1)	ordinary .	·
•	accepted the Offer.		of the Corporations	abacea	
		•	Act pursuant to		
	ļ		acceptance of the		
			Offer.		
Foster's,	Southcorp	BBW	Taken under section	86,032,575	86,032 <i>,5</i> 75
Brewing	shareholders who have		608(3)(b) of the	ordinary	
Holdings,	accepted the Offer.		Corporations Act to	shares	
Browing			have a relevant interest		[
Investorents,			in Southcorp shares in		
CUB, FBG and	1		respect of which	1	1
Beringer	}		acceptances of the		Į.
-	Į.		Offer have been		
			received by reason of		}
			holding, either directly		1
			or indirectly, a		1
		]	controlling interest in		<b>\</b>
	<u> </u>		BBW.		
Foster's Group	Southcorp	BBW	Taken under section	86,032,575	86,032,575
Companies	shareholders who have		608(3)(a) of the	ordinary	
-	accepted the Offer.	ĺ	Corporations Act to	shares	1
		}	have a relevant interest	)	1
		ļ	in Southcorp shares in	1	
		1	respect of which	1	
	1	]	acceptances of the		
			Offer have been	ļ	
		1	received by reason of	1	}
			having voting power	1	
		ĺ	(through the relevant	ſ	
		}	interests of their	<b> </b> .	
	ł	t	associate, Foster's)		
			above 20% in BBW.		
BBW	Reline Investments Ply	Reline	BBW has a relevant	139,949,024	139,949,024
	Limited ACN 095 987		interest in shares in	ordinary	
	367 (Reline)		Southcorp of which	shares	
	]		Reline is the registered		
•	{	<u> </u>	holder pursuant to the	1	
		Į.	Share Sale and	1	1
			Purchase Agreement		1
	1		dated 12 January 2005	Ī	1
;	ļ		between BBW and	}	
•			Reline, a copy of		1
:	t		which is contained in	ł	1
	ļ		Annexure B to the		j
			Notice of Initial		
			Substantial Holder		
			dated 14 January		
i	Ī	1	2005.	1	1

•				603 pa	go 3/4 15 July 2001
Foster's. Brewing	Relino	Relino	Taken under section 608(3)(b) of the	139,949,024 ordinary	139,949,024
Holdings.			Corporations Act to	shares	
Brewing	1	1	have a relevant interest		
Investments	1		in Southcorp shares of		1
CUB, FBG and	1	ł	which Reline is the	, <i>'</i>	
Beringer		· ·	registered holder by		1
	1 .		reason of holding,		
			oither directly or		
	,		indirectly, a		
			controlling interest in		1
			BBW.		
Poster's Group	Reline	Reline	Taken under section	139,949,024	139,949,024
Companies			608(3)(a) of the	ordinary	
		[	Corporations Act to	shares	1
			have a relevant interest	1	
	Į		in Southcorp shares of		1
		<u> </u>	which Reline is the	ì	1 1
			registered holder by		
'		İ	reason of having		
			voling power (through		1
			the relevant interests		1
•			of their associate,		
	1		Foster's) above 20%		
			ia BBW.	i _	_1

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or acheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

#### 6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Brewing	77 Southbank Boulevard, Southbank, Victoria, 3006
Investments, CUB, FDG, Beringer, BBW	
and Foster's Group Companies	

Signat	ture
--------	------

print name Robert Keith Dudfield

capacity: Assistant Company Secretary

sign here

FK-Oudfield.

date 6/5/2005

#### Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity must), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the manies and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) Sea the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into suparate classes.

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15 July 2001

- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement, and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

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- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest urises because of an option) write "unknown".
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#### Annexure A - Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

RK Duafrield.

Robert Keith Dudfield Foster's Group Limited ACN 007 620 886

Date: 6/5/2005

Accenta Paul GmbH Beralung Fur Werbung Und Direktvertries

A.C.N. 006 327 028 Pty. Ltd.

A.C.N. 008 008 528 Pty. Ltd. -

A.C.N. 070 379 869 Pty. Ltd.

Althorshot Nominees Pty. Ltd.

Amayana Ply. Ltd.

Ambedon Wines Pty. Ltd.

AMIL&F Holdings Pty. Ltd.

Amwex Inc.

Anglemaster Limited

Archana Pty. Ltd.

Ashwick (NT) No: 7 Pty. Ltd.

Ashwick (Qld.) No. 15 Pty. Ltd.

Ashwick (Qld.) No. 96 Pty. Lld.

Astronick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) Nb. 167 Pty. Ltd.

Ashwick (VIc.) No. 27 Pty. Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Lend and Finance Company

Pty. Ltd.

Australian, Mercantile, London Limited

Bacchus Gale Corp.

Balfours Imports Inc.

Beringer Blass Distribution SRL

Beringer Blass Italia S.R.L.

Beringer Blass Wine Estates Chile Limitada

Beringer Blass Wine Estates Company

Beringer Blass Wine Estates Holdings, Inc.

Beringer Blass Wine Estates Umited (Europe)

Beringer Blass Wine Estates Limited (NZ)

Beringer Blass Wine Estates Limited

Beringer Blass Wines Pty Ltd

Beringer Blass Wine Estates Sales Company

Beringer Wine Estates Foreign Sales Corporation

Bevcorp Pty. Ltd.

Bilyara Vineyards Pty. Ltd.

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty, Ltd.

Browing Investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty. Ltd.

Bright Star Investments Pty. Ltd.

**Bulmer Australia Limited** 

Bulmer Harvest Limitéd

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Cariton & United Beverages Limited

Carlton & United Breweries Pty Ltd

Carlton & United Breweries (N.S.W.) Pty. Limited

Carlton & United Brewerles (Queensland) Pty. Ltd.

Carlton & United Braweries (Stator) Pty. Ltd.

Carlton Brewery Hotels (N.R.) Pty. Limited

Carlton Brewery Hotels Ply. Ltd.

Carter and Associates (2000) Limited

Cascade Brawery Company Pty. Ltd.

Cellar Door Direct GmbH

Dorrien Estate Winery Pty Ltd

Cellarmaster Wines Europa B.V.

Cellamaster Wines Germany GmbH

Cellarmaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellarmaster Wines Pty. Umited

Callarmastora GmbH

Classic Packaging Pty, Limited

CNAB Pty. Ltd.

Craigburn Land Co. Pty. Ltd.

Craigburn Property Pty. Ltd.

CSB Pty. Ltd.

Data Co-ordination Centre Inc. - The Wine Exchange

Demener Pty. Ltd.

Dennys Strachan Mercantile Pty. Ltd.

Derei ESC Pty. Ltd.

Dismin Investments Pty. Ltd.

Dreamgame Limited

**EFG** Australia Pty Ltd

EFG Finance Leasing Pty Ltd

EFG Holdings (U.S.A.) Inc.

EFG investments Pty Ltd

EFG Securities Pty Ltd

EFG Treasury Pty. Limited

ELFIC Pty Ltd :

Elstone Developments Pty. Ltd.

ESG (Enterprises) N.V.

Enude Wines, Inc.

Ewines Pty. Umited

FBG (U.K.) Limited

F8G Brewery Holdings UK Limited

FBG Canada Limited

FBG India Holdings Limited

FBG International Limited

FBG investments Pty. Ltd.

FBG Treasury (Aust.) Limited

FBG Treasury (Europe) B.V.

FBG Tressury (N.Z.) Limited

FBG Treasury (U.K.) plc

FBG Treasury (U.S.A.) Inc.

FBG Vielnam Holdings Pty. Ltd.

FGL Employee Share Plan Pty. Ltd.

Filehaze Pty. Ltd.

Foster's Brewing Group (U.S.A.) Limited

Foster's Brewing Group Pty. Ltd.

Foster's (Cambodia) Limited

Foster's China Pty. Lid.

Foster's Danang Limited

Foster's Financo Corp.

Foster's Group Asia Holdings Pty. Ltd.

Foster's Group Canada Inc.

Foster's Group New Zealand Limited

Foster's International (N.Z.) Pty. Limited

Foster's Sports Foundation

Foster's Tien Glang Limited

Foster's Vietnam Limited

Galemaze Pty. Ltd.

Graf von Rudesheim

Grand Cru Expertise "De Belgische Wijnbeurs" N.V.

Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.

H. Jones & Co. Pty, Ltd.

H. Maximilian Palihuber GmbH & Co. KG

H.P. Bulmer (Overseas Holdings) Limited

Herve Lu Puy

Herve Lu Puy

Highlands Cralgleburn Ply. Ltd.

Hotel (FP) Pty. Ltd.

I-Nova Consulting Pty. Ltd.

li Cavefieri Del Castello Di Gabbiano SRL

Kangaroo Ridge Wines Europe Limited

Kawana Beach Pty. Ltd.

Kawana Central Pty. Ltd.

Kawana Industrial Park Pty. Ltd.

Finnews Pty. Ltd.

FBG Finance Limited

FBG Holdings (U.K.) Limited

FBG Incentive Pty. Ltd.

FGL Insurance Company Pie Lid

FGL Finance (USD) Pty Ltd

FGL Finance (GBP) Pty Ltd

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Kawana Island Pty Ltd.

Kawana Lakes Pty. Ltd.

Krondorf Wines Ply. Ltd.

La Fratemelle Dei Bourgogne

RSG Beachmere Pty. Ltd.

RSG Bellvista Pty. Ltd.

RSG Funds Management Pty Ltd

RSG Land Group Pty Ltd

RSG Highlands Craigleburn Pty. Ltd.

RSG North Lakes Marketing Pty. Ltd.

RSG North Lakes Sales Pty. Ltd.

Liana Cottage Pty. Ltd.

Maglieri Wines Pty. Ltd.

Masthead Browing Company Pty. Ltd.

Melua Finance Limited

MBBC Limited

Mega Management Ply. Lld.

Melbourne Brewery Company Pty. Ltd.

Mildara Blass Holdings Inc.

Mildare Blass Inc.

Mildara Bless Wines Inc.

Mildera Holdings Pty. Limited

Moorabbin Junction Pty. Ltd.

N.T. Brewery Pty. Ltd.

Navistar Group Limited

Nellie Products Pty. Ltd.

New Crest Investments Pty. Ltd.

Nexday Europe B.V.

The Continental Wines and Spirits Company (N.Z.) Limited

The Foster Brewing Co. Pty. Ltd.

The New Zealand Wine Club Limited

The Rothbury Estate Pty. Ltd.

The Shamreck Brewing Company Proprietary Limited

The Wine Exchange Limited

The Wine Planet International Pty. Limited

Tibsco Limited

Tibsco Pensions Limited

Foster's People Pty Limited

Tract 4/5 LLC

Nexday Pty. Umited

North Lakes Marketing Consultancy Trust

North Lakes Markeling Pty. Ltd.

North Lakes Sales Agency Trust

North Lakes Sales Ply. Ltd.

North Napa Land Co.

Norwood Beach Ply. Ltd.

Nava Gien Pty. Ltd.

Oakland Glen Ply. Ltd.:

Pica Finance Limited

Pica Group Pty Ltd

Plca Nominees Pty. Limited

Pill, Son & Badgery Pty. Ltd.

Power Brewing Company Pty. Ltd.

Premium Land, Inc.

Primedan Pty. Ltd.

Queensland Brewerles Pty. Ltd.

Rimpacific Shipping (U.K.) Ltd.

Robertsons Well Pty. Ltd.

Robertsons Well Unit Trust

Rothbury Sales Pty. Ltd.

Rothbury Wines Pty. Ltd.

Rumar International Pty. Ltd.

Sad Les Crus Prevendus SADCS

Savirak Pty. Ltd.

Seelon Pty. Ltd.

Shanghai Foster's Brewery Co. Ltd.

Sharden Lodge Pty. Ltd.

Silvester Brothers (AMH) Pty. Limited

Silvester Brothers (AMHUK) Limited

Silvester Brothers Pty. Limited

Societe D (nvestissement Du Beaujolais

Somar Pty. Ltd.

Stamford Hotel Pty. Ltd.

TGallant Winemakers Pty. Ltd.

Telemesters Limited

The Australian Wine Centre Limited

The Australian Wine Club Ply. Ltd.

The Sallarat Brewing Company Pty. Ltd.

'St. Maximillen' Wein-Export Geselschaft m.b.H. Vienna

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15 July 2001

Trinity Park Inc.

VICD - Produios Em Conica, LDA

Victoria Brewery Ply. Ltd.

Vinpac international Pty. Limited

Vinpac SADCS

Vintners imports Pty. Limited

Volz Pty. Ltd.

Voskane Pty. Ltd.

Werribee Properties (RWDS) Proprietary Limited

Whitegross Investments Pty. Ltd.

Windemere Securities Limited

Wine Planet Holdings Pty. Limited

Wine Planet Technology Pty. Limited

Winemaker's Chipice Limited

Wolf Blass Wines Pty. Ltd.

Wood Hall TrustiLimited

Wood Hall (Austi) Pty. Limited

World Wine Gallery GmbH

C.U.B. Pty Ltd

00015868 Umited

02396239 Limited

151435 Canada Lid.

The Castlemaine Brewery Company Melbourne Phy. Ltd.

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The Continental Spirits Company Pty. Ltd.

AP John & Sons Pty. Lld.

Briar Ridge Manufacturing Pty. Ltd.

Briar Ridge Vineyards Pty. Ltd.

Carlton Brewery (Fiji) Limited

Cellarmaster Wines SA

Foster's India Limited

Graymoor Estate Joint Venture

Graymoor Estate Pty. Ltd.

Graymoor Estate Unit Trust

Grag Norman Estates Joint Venture

Kangaroo Ridge Wine Company Pty. Ltd.

Matua Valley Wines Limited

Samoa Breweries Limited

Shingle Peak Wines Limited

Societe of Bouteillage of Beaujolais, Macon and Bourgogne

South Pacific Distilledes Limited

Waikoukou Vineyards Limited

Wine Buzz KK

FOSTER'S GROUP LIMITED 77 Southbank Boulevard Southbank Victoria 3006 Australia Tel 61 8 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com ABN 49 007 620 886



Inspiring Global Enjoyment

10 May 2005

# Foster's interest in Southcorp now 43.7%

Foster's Group Limited (Foster's) announces that its interest in Southcorp Limited (Southcorp) has increased to 43.7% through acceptances into its takeover offer for Southcorp (Offer) and through acceptance instructions held in the Institutional Acceptance Facility established by Foster's.

Total interest in Southcorp shares	43.7%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	11.9%
Percentage of Southcorp shares the subject of acceptances under the Offer	13.0%
Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

**Ends** 

Further information:

Media

Lisa Keenan Tel: +61 3 9633 2265

Mob: 0409 150 771

Investors

Chris Knorr Tel: +61 3 9633 2685 Mob: 0417 033 623

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# Form 604

#### Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

To: Company Name/Scheme

Southcorp Limited (Southcorp)

ACN/ARSN

ABN 80 007 722 643

1. Details of substantial holder (1)

Name

Foster's Group Limited ACN 007 620 886 (Foster's), Brewing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carton and United Boverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Becinger Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bottless corporate listed in Annexure A (Foster's Group Companies).

ACNIARSN (if applicable)

There was a change in the interests of the

substantial holder on

6 May 2005 - 9 May 2005

The previous notice was given to the company on

6/5/2005

The provious notice was dated

6/5/2005

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present natice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Sharea	225,981,599	30.4 %	236,803,201	31.8 %

#### 3. Changes in relevant interests

Particulars of each change in, or cliange in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration gives in relation to change (7)	Class and number of securities affected	Person's votes affected	
6 May 2005 – 9 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBC, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	10,821,602 ordinary shares	10,821,602	

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#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of	Registered holder of	Ference entitled to be	Nature of relevant	Class and	Person's votes
relevant interest	securities	registered as bolder (8)	interest (6)	number of securities	
BBW	Southcorp	BBW	Refevant interest	96,854,177	96,854,177
	sharcholders who have		under section 608(1)	ordinary	
•	accepted the Offer.		of the Corporations	shares	
			Act pursuant to		
			acceptance of the	ĺ	ĺ
	<u> </u>		Offer.	L	<u> </u>
Poster's	Southcorp	BBW	Taken under section	96,854,177	96,854,177
Brewing	shareholders who have		608(3)(b) of the	ordinary	
Holdings,	accepted the Offer.		Corporations Act to	shares	į.
Brewing			have a relevant interest		
lovestments,	1		in Southcorp shares in	]	<b>)</b> .
CUB, FBG and	}		respect of which	]	j
Boringer		1	acceptances of the	1	
			Offer have been	[	1.
	1		received by reason of	1	ľ
			holding, either directly	1	ł
		<u>{</u>	or indirectly, a	l	1
	ł		controlling interest in		ł
			BBW.	<u> </u>	1
Foster's Group	Southcorp	BDW	Taken under section	96,854,177	96,854,177
Companies	shareholders who have	j	608(3)(a) of the	ordinary	]
	accepted the Offer.		Corporations Act to	shares	i
•		[	have a relevant interest		
			In Southcorp shares in	1	
	<b>.</b>	Ì	respect of which	i	ľ
		}	seceptances of the		
		}	Offer have been		
			received by reason of		1
			having voting power	1	ļ
		]	(through the relevant		
	1		interests of their		
		{	associate, Foster's)		
			above 20% in BBW.		Í
BBW .	Reline Investments Pry	Reline	BBW has a relevant	139,949,024	139,949,024
	Limited ACN 095 987		interest in shares in	ordinary	
	367 (Refine)	1	Southcorp of which	shares	
	,	ļ	Reline is the registered		1
			holder pursuant to the	]	1
			Share Sale and	1	]
		]	Purchase Agreement	1	
			dated 12 January 2005	1	
		[	between BBW and	ſ	
:	ľ		Reline, a copy of	i	İ
	1	1	which is contained in	l .	į.
			Annexure B to the	i	1
•	1		Notice of Initial	1	
ı		1	Substantial Holder	Į.	}
		1	dated 14 January	J	J
•	1	i	2005.	1	1

i	•			603 p	age 3/4 15 July 2001
Poster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Reline	Reline	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of holding, either directly or indirectly, a controlling interest in	139,949,024 ordinary shares	139,949,024
Fosier's Group Companies	Reline	Reline	BBW.  Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of baving voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	139,949,024 ordinary sheres	139,949,024

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

#### 6. Addresses

The addresses of the persons named in this form are as follows:

	Marric	Address
	Foster's, Brewing Holdings, Brewing	77 Soulibank Boulevard, Southbank, Victoria, 3006
:	Involuents, CUB, FBG, Beringer, BBW	
	and Poster's Group Commanies	1

9	σn	•	h	Te
	1711	ш	LH	

print name Robert Keith Dudfield

capacity: Assistant Company Secretary

sign here

R.K. Durdfreed

date 10/5/2005

#### Directions

- (i) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.

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- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving fall and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the hoppening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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#### Annexure A - Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

RK. Dudfield

Robert Keith Dudfield Foster's Group Limited ACN 007 620 886

Date: 10/5/2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertries

A.C.N. 006 327 Q28 Pty. Ltd.

A.C.N. 008 008 526 Pty, Ltd.

A.C.N. 070 379 869 Pty. Ltd.

Aldershot Nominees Pty. Ltd.

Amayana Pty. Ltd.

Amberton Wines Pry. Ltd.

AML&F Holdings Pty, Ltd.

Arriwex Inc.

Anglemaster Limited

Archana Pry. Luc.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Qid.) No. 15 Pty. Ltd.

Ashwick (Qld.) No. 98 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qid.) No. 187 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty, Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Land and Finance Company

Pty. Ltd.

Australian, Mergantile, London Limited

Bacchus Gate Corp.

Ballours Imports Inc.

Beringer Blass Distribution SRL

Beringer Bless Italia S.R.L.

Beringer Blass Wine Estates Chile Limitada

Beringer Blass Wine Estates Company

Beringer Blass Wine Estates Holdings, Inc.

Beringer Blass Wine Estates Limited (Europe)

Beringer Blass Wine Estates Limited (NZ)

Beringer Blass Wine Estates Limited

Seringer Blass Wines Pty Ltd

Beringer Blass Wine Estates Sales Company

Beringer Wine Estates Foreign Sales Corporation

Bevcorp Pty. Ltd.

Bilyara Vineyards Pty. Ltd.

Boursé du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty, Ltd.

Bright Star Investments Pty. Ltd.

Bulmer Australia Limited

Bulmer Hervest Limited

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlton & United Beverages Limited

Carlton & United Brewerles Pty Ltd

Carlton & United Brewedes (N.S.W.) Ptv. Limited

Carlton & United Brewerles (Queensland) Pty. Ltd.

Carlton & United Brewerles (Stator) Pty. Ltd.

Cartton Brawery Hotels (N.R.) Pty. Limited

Carllon Brewery Hotels Pty. Ltd.

Carter and Associates (2000) Limited

Cascade Brewery Company Pty, Ltd.

Cellar Door Direct GmbH

Domien Estate Winery Pty Ltd

Cellamaster Wines Europe B.V.

Cellarmaster Wines Germany GmbH

Cellarmaster Wines Holdings (U.K.) Limited

Cellermaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellarmaster Wines Pty. Limited

Collamasters GmbH

Classic Packaging Pty. Limited

CNAB Pty. Ltd.

Craighum Land Co. Pty. Ltd.

Craigburn Propedly Ply, Ltd.

CSB Pty. Ltd.

Data Co-ordination Centre Inc. - The Wine Exchange

Demener Pty. Ltd.

Dennys Strachen Mercantile Pty. Ltd.

Derei ESC Pty. Litd.

Olsmin Investments Pty. Ltd.

Oreamgame Limited

EFG Australia Ply Ltd

EFG Finance Leasing Pty Ltd

EFG Holdings (U.S.A.) Inc.

EFG Investments Pty Ltd

EFG Securities Pty Ltd

EFG Treasury Pty. Limited

ELFIC Pty Ltd

Eistone Developments Pty. Ltd.

ESG (Enterprises) N.V.

Etude Wines, Inc.

Ewines Pty. Limited

FBG (U,K.) Limited

FBG Brewery Holdings UK Limited

FBG Canada Limited

FBG India Holdings Limited

FBG international Limited

FBG investments Pty. Ltd.

FBG Treasury (Aunt.) Limited

FBG Treasury (Europe) B.V.

FBG Treasury (N.Z.) Limited

FBG Treasury (U.K.) plc

FBG Treesury (U.S.A.) Inc.

FBG Vietnam Holdings Pty. Ltd.

FGL Employee Share Plan Pty. Ltd.

Fitehaze Pty. Ltd.

Foster's Brewing Group (U.S.A.) Limited

Foster's Brewing Group Pty. Ltd.

Foster's (Cambodia) Limited

Foster's China Pty. Ltd.:

Foster's Danang Limited

Foster's Finance Corp.

Foster's Group Asia Holdings Pty. Ltd.

Foster's Group Canada Inc.

Foster's Group New Zeeland Limited

Foster's International (N.Z.) Pty. Limited

Foster's Sports Foundation

Foster's Tien Glang Limited

Foster's Vietnam Limited

Galemaze Pty. Ltd.

Graf von Rudesheim

Grand Cru Expertise "De Belgische Wijnbeurs" N.V.

Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.

H. Janes & Co. Pty. Ltd.

H. Maximilian Palihuber GmbH & Co. KG

H.P. Bulmer (Overseas Holdings) Limited

Herve Lu Puy

Herve Lu Puy

Highlands Craigleburn Pty, Ltd.

Hotel (FP) Pty. Ltd.

I-Nova Consulling Pty. Ltd.

Il Cavelleri Del Castello Di Gabbiano SRL

Kangaroo Ridge Wines Europe Umited

Kawana Beach Pty. Ltd.

Kawana Central Pty. Ltd.

Kewena Industrial Park Pty. Ltd.

Finnews Pty. Ltd.

FBG Finance Limited

FBG Holdings (U.K.) Limited

FBG Incentive Pty, Ltd.

FGL Insurance Company Pte Ltd

FGL Finance (USD) Pty Ltd

FGL Finance (GBP) Ply Ltd

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Kawana Island Phi Ltd.

Kewana Lakes Pty. Ltd.

Krondorf Wines Pty. Ltd.

La Fratemelle De Bourgogne

RSG Seachmere Pty. Ltd.

RSG Ballvista Pty. Ltd.

RSG Funds Management Pty Ltd

RSG Land Group Pty Ltd

RSG Highlands Cralgleburn Pty, Ltd.

RSG North Lakes Marketing Pty. Ltd.

RSG North Lakes Sales Ply. Ltd.

Liana Cottage Pty. Ltd.

Magileri Wines Pty. Ltd.

Masthead Brewing Company Pty. Ltd.

Matua Finance Limited

MBBC Limited

Mega Management Pty. Ltd.

Melbourne Brewary Company Pty, Ltd.

Mildara Blass Holdings Inc.

Mildara Bless Inc.

Mildara Blass Wines Inc.

Mildara Holdings Pty. Limited

Moorabbin Junction Pty. Ltd.

N.T. Brewery Ptyl Ltd. .

Navistar Group Limited

Nettle Products Pty. Ltd.

New Crest Investments Pty. Ltd.

Nexday Europe B.V.

The Continental Wines and Spirits Company (N.Z.) Limited

The Foster Brewling Co. Pty. Ltd.

The New Zealand Wine Club Limited

The Rothbury Estate Pty. Ltd.

The Shamrock Brewing Company Proprietary Limited

The Wine Exchange Limited

The Wine Planet International Pty. Limited

Tibsco Limited

Tibaco Penalona Limited Foster's People Pty Limited

Tract 4/5 LLC

Nexday Pty. Umited

North Lakes Marketing Consultancy Trust

North Lakes Marketing Pty. Ltd.

North Lakes Sales Agency Trust

North Lakes Sales Pty. Ltd.

North Napa Land Co.

Norwood Beach Pty. Ltd.

Nova Glan Pty. Ltd.

Oakland Glen Pty. Ltd.

Pica Finance Limited

Pica Group Pty Ltd

Pice Numinees Pty. Limited

Pitt, Son & Badgery Pty. Ltd.

Power Brewing Company Pty. Ltd.

Premium Land, Inc.

Primedan Ply. Ltd.

Queensland Brewerless Pty. Ltd.

Rimpacific Shipping (U.K.) Ltd.

Robertsons Well Pty. Ltd. -

Robertsons Well Unit Trust

Rothbury Sales Pty. Ltd.

Rothbury Wines Ply. Lld.

Rumar International Pty. Ltd.

Sari Les Crus Prevendus SADCS

Savirak Pty. Ltd.

Seeton Pty. Ltd.

Shanghai Foster's Brewery Co. Ltd.

Sharden Lodge Pty. Ltd.

Silvester Brothers (AMH) Pty. Limited

Slivester Brothers (AMHUK) Limited

Silvester Brothers Pty. Umited

Societe D investissement Du Beaujolais

Somar Pty. Ltd.

Stamford Hotel Pty. Ltd.

T'Gallant Winemakers Pty. Ltd.

Telemastera Limitad

The Australian Wine Centre Limited

The Australian Wine Club Ply. Ltd.

The Ballaral Brawing Company Pty. Ltd.

'St Maximilian' Wein-Export Geselschaft m.b.H, Vienna

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Trinity Park Inc.

VICD - Produtos Em Cortica, LDA

Victoria Brewery Pty. Ltd.

Vinpac International Pty, Limited

Vinpac SADCS

Vintners imports Pty. Limited

Votz Pty, Ltd.

Voskane Pty. Ltd.

Werribee Properties (RWDS) Proprietary Limited

Whitecross investments Pty. Ltd.

Windemere Securities Limited

Wine Planet Holdings Ply, Limited

Wine Planel Technology Pty. Limited

Winemaker's Choice Limited

Wolf Blass Wines Pty. Ltd.

Wood Hall Trust Limited

Wood Hall (Austi) Pty. Umited

World Wine Gallery GmbH

C.U.B. Pty Ltd

00015868 Limited

02396239 Limited

151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.

The Continental Spirits Company Pty. Ltd.

AP John & Sons Pty. Ltd.

Briar Ridge Manufacturing Pty. Ltd.

Briar Ridge Vineyards Pty. Ltd.

Carlton Brewery (Fiji) Limited

Cellarmaster Wines SA

Foster's India Limited

Graymoor Estate Joint Venture

Graymoor Estate Pty. Ltd.

Graymoor Estate Unit Trust

Greg Norman Estates Joint Venture

Kangaroo Ridge Wine Company Pty. Ltd.

Matua Valley Wines Limited

Samoa Breweries Limited

Shingle Peak Wines Limited

Societe of Bouteillage of Beaujolais, Macon and Bourgogne

South Pacific Distilleries Limited

Waikoukou Vineyards Limited

Wine Buzz KK

SEC CORP FIN

FOSTER'S GROUP LIMITED

77 Southbank Boulevard Southbank Victoria 3006 Australia Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostgrsgroup.com ABN 49 007 620 886



Inspiring Global Enjoyment

11 May 2005

# Foster's interest in Southcorp now 45.3%

Foster's Group Limited (Foster's) announces that its interest in Southcorp Limited (Southcorp) has increased to 45.3% through acceptances into its takeover offer for Southcorp (Offer) and through acceptance instructions held in the Institutional Acceptance Facility established by Foster's.

Total interest in Southcorp shares	45.3%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	12.4%
Percentage of Southcorp shares the subject of acceptances under the Offer	14.1%
Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

Ends

Further information:

Media :

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Tel: +61/3 9633 2265 Mob: 04/09 150 771 Investors

Chris Knorr

Tel: +61 3 9633 2685

Mob: 0417 033 623

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15 July 2001

## Form 604

#### Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

Tg: Company Name/Scheme

Southcorp Limited (Southcorp)

ACN/ARSN

ABN 80 007 722 643

1. Details of substantial holder (1)

Name

Foster's Group Limited ACN 007 620 886 (Foster's), Browing Holdings Pty Ltd ACN 004 059 394 (Browing Holdings), Browing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and

their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACNVARSN (if applicable)

There was a change in the interests of the

norabled latentedua

10 May 2005

The previous notice was given to the company on

10/5/2005

The previous notice was dated

10/5/2005

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice		
<u> </u>	Person's votes	Voting power (5)	Person's votes	Voting power (5)	
Ordinary Shares	236,803,201	31.8 %	244,767,268	32.9%	

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Dato of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
10 May 2005	Foster's, Browing Holdings, Browing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	7,964,067 ordinary shares	7,964,067

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#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting scentifics after the change are as follows:

Holder of	Registered holder of	Person entitled to be	Nature of relevant	Class and	Person's votes
relevant interest	securities :	registered as holder (8)	interest (6)	mumber of	
			70.000	securities	104 B1D 244
BBW	Southcorp	BBW	Relevant interest	104,818,244	104,818,244
•	shareholders who have		under section 608(1)	ordinary	
	accepted the Offer.		of the Corporations	shares	
			Act pursuant to		[
	,		acceptance of the		
			Offer.	104 010 011	104 010 044
Foster's,	Southcorp	BBW	Taken under section	104,818,244	104,818,244
Brewing	shareholders who have		608(3)(b) of the	ordinary	ŀ
Holdings,	accepted the Offer.		Corporations Act to	ehares	
Brewing			have a relevant interest		ļ.
investments,	]		in Southcorp shares in		
CUB, FBG and	1		respect of which	ł	
Beringer	1		acceptances of the	[	
	1		Offer have been		
	ł		received by reason of	1	
			holding, either directly		•
	1	1	or indirectly, a		
	1		controlling interest in		
<del> </del>	<del></del>		BBW.	<b>}</b>	<u> </u>
Foster's Group	Southcorp	BBM	Taken under section	104,818,244	104,818,244
Companies	sharcholders who have	<u>.</u>	608(3)(a) of the	ordinary	
	accepted the Offer.	ľ	Corporations Act to	shares	
:			have a relevant interest.		
			in Southcorp shares in	1	
,			respect of which	}	
			acceptances of the	1	
		]	Offer trave been	1	
		J	received by reason of	]	
1			having voting power		
			(through the relevant		
		1	interests of their	f ·	
			associate, Foster's)		
i		ļ	above 20% in BBW.		
BBW	Reline Investments Pty	Reline	BBW has a relevant	139,949,024	139,949,024
	Limited ACN 095 987	1	interest in shares in	ordinary	
•	367 (Reline)	ì	Southcorp of which	sharca	
		]	Reline is the registered	}	
:			holder pursuant to the	Į.	
;			Share Sale and		
	· l	<b>j</b> .	Purchase Agreement	ĺ	Ĭ
;	1	!	dated 12 January 2005	<b>.</b>	
:		ł	between BBW and	ł	
•		· ·	Reline, a copy of		
	ļ		which is contained in	1	
;			Annexure B to the	1	
; ;			Notice of Initial	l	
		[	Substantial Holder	1	İ
<u> </u>			dated 14 January	1	
	L		2005.	ł	1

:				603 ps	ige 3/4	15 July 2001	
Foster's; Brewing Holdings, Brewing Investments, CUB, FBG and Beninger	Reline	Relino	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of holding, either directly or indirectly, a controlling interest in RBW.	139,949,024 ordinary shares	139,949,0	)24	
Foster's Group Companies	Reline	Reline	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of having voting power (through the relevant interests of their associate, Foater's) above 20% in BRW.	139,949,024 ordinary ahares	139,949	.024	

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

#### 6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Brewing	77 Southbank Boulevard, Southbank, Victoria, 3006
Investments, CUB, FBG, Beringer, BBW	
and Poster's Group Companies	]

# Signature print name Robert Keith Dudfield capacity: Assistant Company Secretary sign here R.K.OMARIOLA date 11/5/2005

# Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) Scaline definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.

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15 July 2001

The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

(5)

- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document acting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the ideatity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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## Annexure A - Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

R.K. Oudfield

Robert Kelth Dudfield

Foster's Group Limited ACN 007 620 886

Date: 11/5/2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertries

A.C.N. 006 327 028 Pty. Ltd.

A.C.N. 008 008 528 Pty. Ltd.

A.C.N. 070 379 669 Pty. Ltd.

Aldershot Nominees Ply. Ltd.

Amayana Pty. Ltd.

Amberion Wines Pty. Ltd.

AML&F Holdings Pty. Ltd.

Arrivex inc.

Anglemaster Limited

Archena Ply. Ltd.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Qld.) No. 15 Pty. Ltd.

Ashwick (Qld.) No. 96 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) No. 167 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty. Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Land and Finance Company

Pty. Ltd.

Australian, Mercantile, London Limited

Bacchus Gate Corp.

Balfours Imports Inc.

Beringer Blass Distribution SRL

Beringer Blass Italia S.R.L.

Beringer Blass Wine Estates Chile Limiteda

Beringer Blass Wine Estates Company

Beringer Blass Wine Estates Holdings, Inc.

Beringer Blass Wine Estates Umited (Europe)

Beringer Blaze Wine Estates Limited (NZ)

Beringer Blass Mine Estates Limited

Beringer Blass Wines Pty Ltd

Beringer Blass Wine Estates Sales Company

Beringer Wine Estates Foreign Sales Corporation

Bevoorp Ply. Ltd.

Bilyara Vineyards Pty. Ltd.

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing Investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty. Ltd.

Bright Star investments Pty. Ltd.

**Bulmer Australia Umited** 

Bulmer Harvest Umited

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlton & United Beverages Limited

Carlton & United Breweries Pty Ltd

Carlton & United Brewarles (N.S.W.) Pty. Limited

Carllon & United Breweries (Queensland) Pty. Ltd.

Carlton & United Brewerles (Stator) Pty. Ltd.

Carlton Srewery Hotels (N.R.) Pty, Limited

Carlton Brewery Hotels Ply. Ltd.

Certer and Associates (2000) Limited

Cascade Brewery Company Ply. Ltd.

Cetter Door Direct GmbH

Domlen Estate Winery Pty Ltd

Cellarmaster Wines Europe 8.V.

Cellarmaster Wines Germany GmbH

Cellamaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellamaster Wines (UK) Limited

Cellermaster Wines Pty. Limited

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Cellarmasters GmbH

Classic Packaging Pty. Limited

CNAB Ply. Ltd.

Craighum Land Co. Ply. Ltd.

Cralgburn Property Pty. Ltd.

CSB Pty. Ltd.

Data Co-ordination Centre Inc. - The Wine Exchange

Demener Ply. Ltd.

Dennys Strachan Mercantile Pty. Ltd.

Derei ESC Pty. Litd.

Dismin investments Pty. Ltd.

Dreamgame Limited

EFG Australia Pty Ltd

EFG Finance Loasing Pty Ltd

EFG Holdings (U.S.A.) Inc.

EFG investments Pty Ltd

EFG Securities Pty Ltd

EFG Treasury Pty. Limited

ELFIC Pty Ltd

Elstone Developments Pty. Ltd.

ESG (Enterprises) N.V.

Etude Wines, Inc.

Ewines Pty. Limited

FBG (U.K.) Limited

FBG Brewery Holdings UK Limited

FBG Canada Limited

FBG India Holdings Limited

FBG International Limited

FBG Investments Pty. Ltd.

FBG Treasury (Aust.) Limited

FBG Treasury (Europe) B.V.

FBG Treasury (N.Z.) Limited

FBG Treasury (U.K.) plc

FBG Tressury (U.S.A.) Inc.

FBG Vietnam Holdings Pty. Ltd.

FGL Employee|Share Plan Pty. Ltd.

Filehaze Pty, Lld,

Foster's Brewing Group (U.S.A.) Limited

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Foster's Brewing Group Pty. Ltd.

Foster's (Cambodia) Umited

Foster's China Pry. Ltd.

Foster's Danang Limited

Fosler's Finance Corp.

Foster's Group Asia Holdings Pty. Ltd.

Foster's Group Canada Inc.

Foster's Group New Zealand Limited

Foster's International (N.Z.) Pty, Limited

Foster's Sports Foundation

Foster's Tien Glarg Limited

Foster's Vietnam Limited

Galemaze Pty. Ltd.

Graf von Rudesheim

Grand Cru Expertise "De Belgische Wijnbeurs" N.V.

Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.

H. Jones & Co. Pty. Ltd.

H. Maximilian Pallhuber GmbH & Co. KG

H.P. Bulmer (Overseas Holdings) Limited

Herve Lu Puy

Herve Lu Puy

Highlands Craigleburn Pty. Ltd.

Hotel (FP) Pty. Ltd.

I-Nova Consulting Pty. Ltd.

Il Cavelleri Dei Castello Di Gabbiano SRL

Kangaroo Ridge Wines Europe Limited

Kawana Beach Pty. Ltd.

Kawana Central Pty. Ltd.

Kawana Industrial Park Pty. Ltd.

Finnews Pty. Ltd.

FBG Finance Limited

FBG Holdings (U.K.) Limited

FBG Incentive Pty. Ltd.

FGL Insurance Company Pte Ltd

FGL Finance (USD) Pty Ltd

FGL Finance (GSP) Pty Ltd

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Kawana Island Ptv Ltd.

Kawana Lakes Pty. Ltd.

Krandorf Wines Pty. Ltd.

La Fratemelle De Bourgogne

RSG Beachmerel Pty. Ltd.

RSG Belivista Pty. Ltd.

**RSG Funds Management Pty Ltd** 

RSG Land Group Pty Ltd.

RSG Highlands Craigleburn Ply. Ltd.

RSG North Lakes Marketing Pty. Ltd.

RSG North Lakes Sales Pty. Ltd.

Liana Cottage Pty. Ltd.

Maglieri Wines Pty. Ltd.

Masthead Brewing Company Pty. Ltd.

Matua Finance Limited

MBBC Limited

Mega Management Pty. Ltd.

Molbourne Brewery Company Pty. Ltd.

Mildera Blass Holdings Inc.

Mildara Bless Inc.

Mildara Blass Wines Inc.

Mildara Holdings Pty. Limited

Moorabbin Junction Pty. Ltd.

N.T. Brewery Pty. Ltd.

Navistar Group Limited

Nellie Products Pty. Ltd.

New Crest Investments Pty. Ltd.

Nexday Europe B.V.

The Continental Wines and Spirits Company (N.Z.) Limited

The Foster Brewing Co. Pty. Ltd.

The New Zealand Wine Club Limited

The Rolhbury Estate Pty. Ltd.

The Shamrock Brewing Company Proprietary Limited

The Wine Exchange Limited

The Wine Planet International Pty, Limited

Tibsco Umited

Tibaco Pensions Limited

Foster's People Pty Limited

Tract 4/5 LLC

Nexday Pty. Limited

North Lakes Marketing Consultancy Trust

North Lakes Markeling Pty. Ltd.

North Lakes Sales Agency Trust

North Lakes Sales Ply. Ltd.

North Napa Land Co.

Norwood Beach Pty. Ltd.

Nova Glen Pty. Ltd.

Oakland Glen Pty. Ltd.

Plca Finance Limited

Pica Group Pty Ltd

Pica Nominees Pty, Limited

Pitt, Son & Badgery Pty. Ltd.

Power Brawing Company Pty. Ltd.

Premium Land, Inc.

Primedan Pty. Ltd.

Queensland Brawerles Pty. Ltd.

Rimpacific Shipping (U.K.) Ltd.

Robertsons Well Pry. Ltd.

Robertsons Well Unit Trust

Rothbury Sales Pty. Ltd.

Rothbury Wines Pty. Ltd.

Rumar International Pty. Ltd.

Sarl Les Crus Prevendus SADCS

Savirak Pty, Ltd.

Secton Pty. Ltd.

Shanghal Foster's Brewery Co. Ltd.

Sharden Lodge Pty. Ltd.

Silvester Brothers (AMH) Pty. Limited

Silvester Brothers (AMHUK) Limited .

Silvester Brothers Pty, Limited

Societe D Investissement Du Beaujolais

Somer Pty. Ltd.

Stamford Hotel Pty. Ltd.

TGallant Winemakers Pty. Ltd.

Telemasters Limited

The Australian Wine Centre Limited

The Australian Wine Club Pty. Ltd.

The Ballarat Brewing Company Pty. Ltd.

'St. Maximilian' Wein-Export Geselschaft m.b.H, Vienna

57.05 05 10.10 FAA 01 5 5045 7220 SECRETARIAL DELARIMENT 4 SEC

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Trinity Park Inc.

VICD - Produtos Em Cortica, LDA

Victoria Brewery Pty. Ltd.

Vinpac International Pty. Limited

Vingac SADCS

Vintners Imparts Pty. Limited

Volz Ply. Ltd.

Voskane Pty. Ltd.

Werribee Properties (RWDS) Proprietary Limited

Whitecross Investments Pty. Ltd.

Windemers Securities Limited

Wine Planet Holdings Pty. Limited

Wine Planet Technology Pty, Limited

Winemaker's Choice Limited

Wolf Blass Wines Pty. Ltd.

Wood Hall Trust Limited

Wood Hall (Aust.) Pty. Limited

World Wine Gatlery GmbH

C.U.B. Pty Ltd

00015868 Limited

02396239 Limited

151435 Canada Ltd.

The Castlemaine Brawery Company Melbourne Pty. Ltd.

The Continental Spirits Company Pty. Ltd.

AP John & Sons Pty. Ltd.

Brian Ridge Manufacturing Pty. Ltd.

Briar Ridge Vineyards Pty. Ltd.

Carlton Brewery (Fiji) Limited

Cellarmasier Wines SA

Foster's India Limited

Graymoor Estate Joint Venture

Graymoor Estate Pty. Ltd.

Graymoor Estate Unit Trust

Grea Norman Estates Joint Venture

Kangaroo Ridge Wine Company Pty. Ltd.

Matua Valley Wines Limited

Samoa Breweries Limited .

Shingle Peak Wines Limited

Societe of Boutelliage of Beaujolais, Macon and Bourgogne

South Pacific Distilleries Limited

Walkoukou Vineyards Limited

Wine Buzz KK

FOSTER'S GROUP LIMITED
77 Southbank Boulevard Southbank Victoria 3006 Australia
Tel 613 9633;2000 Fax 613 9633 2002 www.fostersgroup.com
ABN 49 007 620 886



Inspiring Global Enjoyment

11 May 2005

# Foster's declares takeover offer unconditional

Foster's Group Limited (Foster's) announces that its wholly owned subsidiary Beringer Blass Wines Pty Ltd (BBW) has freed its takeover offer (Offer) for Southcorp Limited (Southcorp) from the 90% Condition contained in section 2.12(a) of its bidder's statement and, accordingly, declares that the Offer is now unconditional. Foster's also confirms that it has accelerated payment to within 3 business days of the later of the offer becoming unconditional and processing of a valid acceptance.

Foster's further announces that BBW has delivered the confirmation notice to Credit Suisse First Boston Australia Limited in accordance with the terms of the Institutional Acceptance Facility and that BBW now has a voting power in Southcorp of 50.9%. Immediately prior to issuing the confirmation notice, BBW's interest in Southcorp through acceptances into the Offer and acceptance instructions held in the Institutional Acceptance Facility was as follows:

Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%
Percentage of Southcorp shares the subject of acceptances under the Offer	15.1%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	17.0%
Total interest in Southcorp shares	50.9%

Foster's notes that the offer is scheduled to close at 5pm (Melbourne time) on Thursday 26 May 2005.

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

Ends

Further information:

Media Lisa Keenan Tel: +61 3 9633 2265 Mob: 0409 150 771 Investors Chris Knorr Tel: +61 3 9633 2685 Mob: 0417 033 623